UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported)
December 19, 2025

BLACKLINE, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-37924**	**46-3354276**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification Number)**

21300 Victory Boulevard, 12th Floor
Woodland Hills, California 91367
(Address of principal executive offices) (Zip Code)

(818) 223-9008
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01, par value	BL	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 19, 2025, Thomas Unterman informed the Company's board of directors (the "Board") of his decision not to stand for re-election as a member of the Board at the Company's 2026 annual meeting of stockholders (the "Annual Meeting"). Mr. Unterman will continue to serve as a director and member of the Board's Compensation Committee and the Nominating and Corporate Governance Committee until the completion of his term. Mr. Unterman's decision not to stand for re-election as a member of the Board is not the result of any disagreement with the Company on any matter.

The Board confirmed that it expects to reduce the size of the Board from 12 directors to 11 directors immediately following the election of directors at the Annual Meeting.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release issued by BlackLine, Inc., dated December 22, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BLACKLINE, INC.

Date: December 22, 2025

By: /s/ Karole Morgan-Prager
Karole Morgan-Prager
Chief Legal and Administrative Officer

Exhibit 99.1

BlackLine Board Member Tom Unterman Announces Intention to Retire

LOS ANGELES – December 22, 2025 – BlackLine (Nasdaq: BL) ("BlackLine" or the "Company") today announced that Tom Unterman has informed the Company that he intends to retire and will not stand for re-election to the BlackLine Board of Directors at the Company's next Annual Meeting of Stockholders in May 2026. Mr. Unterman has served on the Board since 2010, providing invaluable guidance and strategic oversight during his tenure.

"On behalf of the entire Board, I want to thank Tom for his many years of dedicated service to BlackLine, our Board and our shareholders," said Owen Ryan, CEO and Chairman of the Board of BlackLine. "His exceptional insights and unique perspective on strengthening our position within the Office of the CFO have been invaluable to the Board and pivotal in guiding BlackLine to the leadership position it holds today."

"Tom has had a tremendous impact on BlackLine since joining the Board," said Therese Tucker, Founder and Director of BlackLine. "He has been more than just a Board member; he has been a trusted advisor, a mentor and a friend. His deep belief in BlackLine's potential has left a mark on our Company and on me personally, and for that I am so grateful. His wisdom and steady leadership will be missed."

"It has been a honor to serve on BlackLine's Board," said Unterman. "It was my privilege to be a director as it grew from a startup to the leader in the transformation of the Office of the CFO. I am very confidant of its future and will remain a strong supporter."

The Company also announced that its Board of Directors expects to reduce the size of the Board to 11 directors immediately following the election of directors at the 2026 Annual Meeting of Stockholders.

About BlackLine

BlackLine (Nasdaq: BL), the future-ready platform for the Office of the CFO, drives digital finance transformation by empowering organizations with accurate, efficient, and intelligent financial operations. Built on the Studio360 platform, BlackLine unifies data, streamlines processes, and delivers real-time insights through automation and intelligence powered by Verity - a comprehensive suite of embedded, auditable AI capabilities that provides finance and accounting teams with a new digital workforce. With a proven, collaborative approach and a track record of innovation supported by industry-leading R&D investment and world-class security practices, more than 4,400 customers across multiple industries partner with BlackLine to lead their organizations into the future.

For more information, please visit blackline.com.

Investor Relations Contact:
Matt Humphries, CFA
matt.humphries@blackline.com

Media Contact
Samantha Darilek
samantha.darilek@blackline.com